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## Attorneys for Debtors

UNITED STATES BANKRUPTCY COURT

DISTRICT OF OREGON

In re

NORPAC Foods, Inc. [TIN 9330], Hermiston Foods, LLC [TIN 7444], and Quincy Foods, LLC [TIN 3927],

## Debtors.

Case No. 19-62584-pcm11  
**LEAD CASE**

(Jointly Administered with Case Nos. 19-33102-pcm11 and 19-33103-pcm11)

## **DECLARATION OF ORDINARY COURSE PROFESSIONAL**

I, Joseph D. Olson, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am a Partner of PricewaterhouseCoopers LLP (“The Firm”), which maintains offices at 805 SW Broadway, Suite 800, Portland, Oregon 97205.

25                   2. The Firm is not an equity security holder of NORPAC Foods, Inc.,  
26 Hermiston Foods, LLC, or Quincy Foods, LLC (“Debtors”).

1           3. The Firm is not a partnership in which Debtors are a general partner.  
2           4. The Firm is not a general partner of Debtors.  
3           5. The Firm is not a corporation of which Debtors are a director, officer, or  
4 person in control.  
5           6. The Firm is not and was not, within two years before the date of the filing  
6 of the petition on August 22, 2019, a director, officer, or employee of Debtors.

7           7. The Firm is not a person in control of Debtors.  
8           8. The Firm is not a relative of a director, officer, or person in control of  
9 Debtors.

10          9. The Firm is not the managing agent of Debtors.  
11          10. The Firm is not and was not an investment banker for any outstanding  
12 security of Debtors; has not been, within three years before August 22, 2019, an investment  
13 banker for a security of Debtors, or an attorney for such an investment banker in connection with  
14 the offer, sale, or issuance of a security of Debtors; and is not and was not, within two years  
15 before the date of the filing of the petition on August 22, 2019, a director, officer, or employee of  
16 such an investment banker.

17          11. To the best of my knowledge, formed after due inquiry, neither I, the  
18 Firm, nor any employee thereof, holds or represents, by reason of any direct or indirect  
19 relationship to, connection with, or interest in Debtors, any interest adverse to Debtors, their  
20 estates or any class of creditors or equity interest holders, other than unpaid amounts that may be  
21 owing for prepetition services.

22          12. The Firm has no interest materially adverse to the interests of Debtors or  
23 any class of creditors or equity security holders on the matters in which it is employed.

13. In the past year, the Firm has received the following payments from Debtors, totaling \$81,011:

<u>Type of Services</u>	<u>Payment Date</u>	<u>Amount Paid</u>
2017 Tax Compliance Services	2/11/2019	27,516
2018 Tax Compliance Services	7/5/2019	2,800
3/31/19 YE Provision Services	6/3/2019	22,193
3/31/19 YE Provision Services	7/8/2019	25,575
3/31/19 YE Provision Services	8/12/2019	<u>2,927</u>
<b>Total Payments</b>		<b>81,011</b>

14. The Firm is currently owed \$17,382 on account of services rendered to Debtors prior to August 22, 2019 relating to amounts owed on the 2017 tax compliance services.

15. The Firm is not an affiliate of Debtors.

16. In light of the foregoing, I believe the Firm does not hold or represent any interest materially adverse to Debtors, their estates, creditors, or equity interest holders as identified to the Firm with respect to the matters on which the Firm will be engaged.

17. The Firm further states it has not shared, nor agreed to share, any compensation received in connection with this Case with another party or person other than members or employees of the Firm.

DATED this 30th day of October, 2019.

/s/ Joseph D. Olson  
Joseph D. Olson  
PricewaterhouseCoopers LLP